

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.  
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**MOTORS LIQUIDATION COMPANY, et al.,** : 09-50026 (REG)  
f/k/a General Motors Corp., et al. :  
: :  
Debtors. : (Jointly Administered)  
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**ORDER GRANTING LIMITED RELIEF FROM THE AUTOMATIC STAY**

Upon the motion (the “Motion”), dated June 14, 2011, of Lisa Gross (“Movant”) requesting relief from the automatic stay (ECF No. 10445) to proceed with case number 08-3236 (the “Appeal”), currently pending in the United States Court of Appeals for the Tenth Circuit, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the requested relief in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and Motors Liquidation Company and its affiliated debtors having filed their response to the Motion (ECF No.10578) (the “Response”); based upon the Motion, the Response, and all of the proceedings before the Court, it is:

ORDERED that the Motion is granted in part and denied except in part as set forth herein; and it is further

ORDERED that the automatic stay is modified solely to the extent necessary or desirable (1) to allow Movant to substitute General Motors LLC as the sole Appellee in the Appeal<sup>1</sup> for the purposes of prosecuting claims for which General Motors LLC has assumed liability in connection with the Sale under the MSPA, and (2) to otherwise cause any litigation against Motors Liquidation Company outside of the Bankruptcy Court to come to an end; and it is further

ORDERED that upon the substitution of General Motors LLC as the sole Appellee in the Appeal, and the removal of Motors Liquidation Company as an Appellee, the automatic stay shall be terminated with respect to the Appeal; and it is further

ORDERED that except as otherwise provided herein, the provisions of the automatic stay, including, without limitation, those provisions prohibiting the execution, enforcement, or collection of any judgments against the Debtors, shall remain in full force and effect; and it is further

ORDERED that nothing contained herein shall prejudice General Motors LLC's right to assert any and all defenses to any claims in the Appeal; and it is further

ORDERED this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: New York, New York  
July 20, 2011

s/ Robert E. Gerber  
HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE

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<sup>1</sup> Capitalized terms not defined herein have the meaning ascribed to them in the Response.